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10 Proposed Attorneys for Chapter 11 Debtors
11 and Debtors in Possession

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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

15 In re:

16 TRX HOLDCO, LLC, a Delaware limited
17 liability company,

18 Debtor and Debtor in Possession.

19 Lead Case No.: 8:22-bk-10948-SC

20 Jointly administered with:
21 8:22-bk-10949-SC

22 Chapter 11 Cases

23 In re:

24 FITNESS ANYWHERE LLC, a Delaware
25 limited liability company, dba TRX and TRX
26 Training,

27 Debtor and Debtor in Possession.

28 **STIPULATION BY AND BETWEEN
THE DEBTORS AND THE OFFICE
OF THE UNITED STATES TRUSTEE
REGARDING INSIDER
COMPENSATION**

[No hearing required]

29
30 Affects both Debtors

31 Affects TRX Holdco, LLC only

32 Affects Fitness Anywhere, LLC only

1 This Stipulation is entered into by and between TRX Holdco, LLC (“Hold Co”) and
2 Fitness Anywhere LLC, dba TRX and TRX Training (“Product Co” and together with Hold Co
3 and Product Co, the “Debtors”), the debtors and debtors-in-possession in the above-captioned,
4 jointly-administered, Chapter 11 bankruptcy cases, on the one hand, and the Office of the United
5 States Trustee (the “OUST” together with the Debtors, the “Parties”), on the other hand, with
6 respect to the following:

7 A. The Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code on
8 June 8, 2022 (the “Petition Date”).

9 B. On the Petition Date, pursuant to Local Bankruptcy Rule 2014-1(a) and the
10 OUST’s Guidelines and Requirements for Debtors in Possession, the Debtors submitted and
11 served on the OUST, among others, the following Notices of Setting Insider Compensation
12 (collectively, the “Insider Compensation Notices”) for the following insiders (the “Insiders”):

- 13 a. Notice of Setting Insider Compensation for Jurgen Pauquet in the Hold Co
14 case.
- 15 b. Notice of Setting Insider Compensation for Christopher Fischer in the Hold
16 Co case.
- 17 c. Notice of Setting Insider Compensation for Mark Reis in the Hold Co case.
- 18 d. Notice of Setting Insider Compensation for Nasario Mejia in the Hold Co
19 case.
- 20 e. Notice of Setting Insider Compensation for Michael Zuercher, Law Office of
21 Michael A. Zuercher, Inc., in the Hold Co case
- 22 f. Notice of Setting Insider Compensation for Randal Hetrick in the Product Co
23 case
- 24 g. Notice of Setting Insider Compensation for TRX Holdco, LLC in the Product
25 Co case.

26 C. The deadline to object to the Insider Compensation Notices is June 22, 2022 (the
27 “Objection Deadline”).

1 D. Subsequent to the Debtors' submission and service of the Insider Compensation
2 Notices, the Parties have had discussions about the Insider Compensation Notices. The
3 foregoing discussions between the Parties resulted in this Stipulation.

4 NOW THEREFORE, THE DEBTORS AND THE OUST HEREBY STIPULATE AND
5 AGREE AS FOLLOWS:

6 1. The Debtors shall pay the Insiders as requested in the Insider Compensation
7 Notices for the period of June 8, 2022 (the Petition Date) through and including July 30, 2022.

8 2. The Objection Deadline for the OUST and the to-be-appointed Official
9 Committee of Unsecured Creditors shall be extended to July 20, 2022 (the "Objection
10 Deadline").

11 3. If no objection is filed by the Objection Deadline, the Debtors shall be authorized
12 to continue paying the Insiders beyond July 30, 2022 in accordance with the Insider
13 Compensation Notices.

14 4. If an objection is filed by the Objection Deadline, the OUST consents to the
15 Court conducting a hearing on shortened time to consider the objection and any response filed by
16 the Debtors.

17 5. Following the execution of this Stipulation, the Debtors will file this Stipulation
18 and upload an order approving this Stipulation with the Court.

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20 *[Signature Pages Contained On The Following Page]*
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1 Agreed:

2 Dated: June 13, 2022

TRX HOLDCO, LLC
FITNESS ANYWHERE LLC

3
4 By: /s/ Ron Bender
RON BENDER
5 KRIKOR J. MESHEFEJIAN
6 LINDSEY L. SMITH
7 LEVENE, NEALE, BENDER,
YOO & GOLUBCHIK L.L.P.
8 Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

9
10 Agreed:

11 Dated: June 13, 2022

PETER C. ANDERSON
UNITED STATES TRUSTEE

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13 By: Michael Hauser
MICHAEL HAUSER
14 Attorney for the United States Trustee
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PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **STIPULATION BY AND BETWEEN THE DEBTORS AND THE OFFICE OF THE UNITED STATES TRUSTEE REGARDING INSIDER COMPENSATION** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) June 13, 2022, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Jonathan Gottlieb jdg@lnbyg.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Krikor J Meshefesian kjm@lnbyg.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpregion16.sa.ecf@usdoj.gov

2. SERVED BY UNITED STATES MAIL: On (date) June 13, 2022, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) June 13, 2022, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 13, 2022
Date

Lourdes Cruz
Printed Name

/s/ Lourdes Cruz
Signature